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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	
	:	Case No. 09-13412 (MG)
Metaldyne Corporation, <i>et al.</i> ,	:	
	:	Jointly Administered
Debtors.	:	
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**APPELLANT BDC FINANCE, L.L.C.’s DESIGNATION OF THE RECORD
AND STATEMENT OF ISSUES ON APPEAL**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, BDC Finance, L.L.C. (“**Black Diamond**”) designates the following items for inclusion in the record on appeal and states the issues to be presented on appeal to the United States District Court for the Southern District of New York from the following orders of the United States Bankruptcy Court for the Southern District of New York (Glenn, J.) (the “**Bankruptcy Court**”) entered in the above-captioned case:

(1) Order (I) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Leases in Connection Therewith and (III) Granting Related Relief (Dkt. No. 674); and

(2) oral order denying BDC Finance, L.L.C.'s Emergency Motion to Adjourn Sale Hearing (Dkt. No. 636).

I. Designation of Record on Appeal¹

The Transcript of Hearing on the Debtors' Sale Motion dated August 7, 2009, Dkt. No. 724, and the following exhibits admitted into evidence as part of the August 7, 2009 hearing are part of the record on appeal:

Exhibit No.	Docket No.	Document Description
MDI-1	639	Credit Agreement dated as of January 11, 2007
MDI-2	639	Security Agreement dated as of January 11, 2007
Debtors' Ex-1	Not Yet Posted To ECF	Auction Transcript dated August 5, 2009
Debtors' Ex-2	Not Yet Posted To ECF	Auction Transcript dated August 6, 2009
	555	Declaration of Jeffrey L. Johnston
	633	Declaration of Jeremy L. Lamb
	634	Declaration of Adam M. Fovenesi
	637	Declaration of Michael Macakanja
	641	Declaration of Michael V. Kell
	632	Purchase Agreement dated as of August 7, 2009 between MDI & Metaldyne

¹ Each of the documents designated herein to be included in the record on appeal includes all exhibits, schedules, and other attachments related to such documents.

Black Diamond designates the following additional items for inclusion in the record on appeal:

Date	Docket No.	Record Items
06/16/2009	214	Motion of Debtors and Debtors in Possession for (I) An Order (A) Approving Bidding Procedures for the Sale of the Debtors' Powertrain Group, (B) Approving Certain Bidder Protections and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof; and (II) An Order (A) Authorizing the Sale of Certain Assets Related to the Debtors' Powertrain Group Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith
06/16/2009	218	Supplemental Declaration of Jeff Johnston of AlixPartners, LLP as Financial Advisors and Consultants to the Debtors and Debtors in Possession
06/23/2009	293	Objection of the Prepetition Term Lenders to the Debtors' Motion for an Order Approving Bidding Procedures for the Sale of the Debtors' Powertrain Assets and Other Related Relief
06/24/2009	306	Notice of Filing Revised Proposed Form of Order for the Debtors' Motion for an Order Approving Bidding Procedures for the Sale of the Debtors' Powertrain Group, (B) Approving Certain Bidder Protections and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof
06/25/2009	314	Order signed on 6/25/2009 (A) Approving Bidding Procedures for the Sale of Certain Assets Related to the Debtors' Powertrain Group, (B) Approving Certain Bidder Protections and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof
06/25/2009	321	Order Signed on 6/25/2009 Amending and (A) Approving Bidding Procedures for the Sale of Certain Assets Related to the Debtors' Powertrain Group, (B) Approving Certain Bidder Protections and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof

Date	Docket No.	Record Items
06/25/2009	323	Motion of Debtors and Debtors in Possession for (I) An Order (A) Approving Bidding Procedures for the Sale of Certain Assets of the Debtors' Chassis Group, (B) Authorizing the Debtors to Grant Certain Bidder Protections, If Applicable, and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof; and (II) An Order (A) Authorizing the Sale of Certain of the Assets of the Debtors' Chassis Group Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith, together with the Notice of Hearing thereto
07/03/2009	350	Declaration of Eric R. Mendelsohn in Support of Debtors' Request for an Order (A) Approving Bidding Procedures for the Sale of Certain Assets of the Debtors' Chassis Group, (B) Authorizing the Debtors to Grant Certain Bidder Protections, if Applicable, and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof
07/03/2009	351	Declaration of David M. Gann in Support of Debtors' Request for an Order (A) Approving Bidding Procedures for the Sale of Certain Assets of the Debtors' Chassis Group, (B) Authorizing the Debtors to Grant Certain Bidder Protections, if Applicable, and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice
07/06/2009	355	Reply of Debtors and Debtors in Possession to Objections Relating to Debtors' Request for an Order (A) Approving Bidding Procedures for the Sale of Certain Assets of the Debtors' Chassis Group, (B) Authorizing the Debtors to Grant Certain Bidder Protections, if Applicable, and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof
07/06/2009	360	Notice of Filing Revised Proposed Form of Order for the Debtors' Request for an Order (A) Approving Bidding Procedures for the Sale of Certain Assets of the Debtors' Chassis Group, (B) Authorizing the Debtors to Grant Certain Bidder Protections, if Applicable, and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof

Date	Docket No.	Record Items
07/08/2009	396	Order Signed On 7/8/2009 (A) Approving Bidding Procedures For Sale Of Certain Assets Related To The Debtors' Chassis Group, (B) Authorizing The Debtors' To Grant Certain Bidder Protections, If Applicable, And (C) Scheduling A Final Sale Hearing And Approving The Form And Manner Of Notice Thereof And Exhibit #2 Notice Of Sale And Solicitations Of Bids; With Hearing To Be Held On 8/4/2009 @10:00 AM In Courtroom 501
07/17/2009	446	Emergency Motion of Debtors and Debtors in Possession to Amend Order (A) Approving Bidding Procedures for the Sale of Certain Assets Related to the Debtors' Powertrain Group, (B) Approving Certain Bidder Protections and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof
07/22/2009	491	Notice of Filing Stalking Horse Sale and Purchase Agreement By and Among Certain of the Debtors and Revstone Industries, LLC for Certain Assets Related to the Debtors' Chassis Group
07/23/2009	502	Notice of Filing of Proposed Stalking Horse Bid of HHI Holdings, LLC with Respect to the Purchase and Sale of the Debtors' Powertrain Assets
07/24/2009	504	Second Emergency Motion of Debtors and Debtors in Possession to Amend Order (A) Approving Bidding Procedures for the Sale of Certain Assets Related to the Debtors' Powertrain Group, (B) Approving Certain Bidder Protections and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof
07/26/2009	517	Declaration of Peter M. Rosenfeld in Support of Debtors' Second Emergency Motion to Amend Order Approving Bidding Procedures for the Sale of Certain Assets Related to the Debtors' Powertrain Group, (B) Approving Certain Bidder Protections and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof

Date	Docket No.	Record Items
07/26/2009	518	Memorandum of Law (1) Joinder of HHI Holdings, LLC to Debtors' Second Emergency Motion to Amend Bidding Procedures Order and (2) Memorandum of Law in Support of Objection of HHI Holdings, LLC to Debtors' Motions to Construe
07/26/2009	519	Memorandum of Law in Support of Second Emergency Motion of Debtors and Debtors in Possession to Amend Order (A) Approving Bidding Procedures for the Sale of Certain Assets Related to the Debtors' Powertrain Group, (B) Approving Certain Bidder Protections and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof
07/26/2009	520	Objection of the Prepetition Term Lenders to the Second Emergency Motion of Debtors and Debtors in Possession to Amend Order (A) Approving Bidding Procedures for the Sale of Certain Assets Related to the Debtors' Powertrain Group, (B) Approving Certain Bidder Protections and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof
07/26/2009	521	Declaration of Michael Macakanja in Support of Debtors' Second Emergency Motion to Amend Order Approving Bidding Procedures for the Sale of Certain Assets Related to the Debtors' Powertrain Group, (B) Approving Certain Bidder Protections and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof
07/26/2009	522	Objection To The Second Emergency Motion Of Debtors And Debtors In Possession To Amend Order Approving Bidding Procedures For The Sale Of Certain Assets Related To The Debtors Powertrain Group And Joinder In Support Of Motion Of The Debtors And Debtors In Possession For An Order Construing Definition Of Agreement In Bidding Procedures Order Relating To The Sale Of Certain Assets Of The Debtors Powertrain Group (RHJ International, S.A.).
07/26/2009	523	Declaration of Ciara Donohoe (RHJ International, S.A.).

Date	Docket No.	Record Items
07/26/2009	524	Corrected Objection of the Prepetition Term Lenders to the Second Emergency Motion of Debtors and Debtors in Possession to Amend Order (A) Approving Bidding Procedures for the Sale of Certain Assets Related to the Debtors' Powertrain Group, (B) Approving Certain Bidder Protections and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof
07/28/2009	537	Second Order signed on 7/28/2009 Granting Motion (A) Approving Bidding Procedures for the Sale of Certain Assets Related to the Debtors' Powertrain Group, (B) Approving Certain Bidder Protections and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof
07/30/2009	564	Notice of Filing of Certain Schedules to the Stalking Horse Bid of Revstone Industries, LLC With Respect to the Purchase and Sale of the Debtors' Chassis Assets
07/30/2009	565	Notice of Filing of Certain Schedules to the Stalking Horse Bid of HHI Holdings, LLC With Respect to the Purchase and Sale of the Debtors' Powertrain Assets
07/30/2009	566	Declaration of David M. Gann in Support of the Debtors' Request for an Order Approving the Sale of Certain Assets of the Debtors' Chassis Group Free and Clear of All Liens, Claims, Interests and Other Encumbrances
07/30/2009	567	Declaration of Michael Macakanja in Support of Debtors' Request for an Order Approving the Sale of Certain Assets of the Debtors' Chassis Group Free and Clear of All Liens, Claims, Interests and Other Encumbrances
07/30/2009	568	Memorandum of Law in Support of Debtors' Request for an Order Authorizing the Sale of Certain Assets Related to the Debtors' Chassis Group Free and Clear of Liens, Claims, Interests and Encumbrances

Date	Docket No.	Record Items
07/30/2009	569	Consolidated Reply to Objections to the Motion of Debtors and Debtors in Possession for (I) an Order (A) Approving Bidding Procedures for the Sale of Certain Assets of the Debtors' Chassis Group, (B) Authorizing the Debtors to Grant Certain Bidder Protections, if Applicable, and (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof; and (II) an Order (A) Authorizing the Sale of Certain of the Assets of the Debtors' Chassis Group Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith
08/02/2009	582	Notice of Adjournment of Hearing of the Auction and Sale Hearing Related to the Sale of Certain Assets of the Debtors' Chassis Group
08/05/2009	611	Consolidated Reply to Objections to the Motion of Debtors and Debtors in Possession for (I) an Order (A) Approving Bidding Procedures for the Sale of the Debtors' Powertrain Group, (B) Approving Certain Bidding Protections (C) Scheduling a Final Sale Hearing and Approving the Form and Manner of Notice Thereof; and (II) an Order (A) Authorizing the Sale of Certain Assets Related to the Debtors' Powertrain Group Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith
08/06/2009	627	Provisional Objection of BDC Finance, L.L.C. to Proposed Section 363 Sale(s) of Debtors' Assets
08/07/2009	632	Notice of Successful Bidder for Substantially All of the Debtors' Assets
08/07/2009	636	Emergency Motion to Adjourn Sale Hearing filed on behalf of BDC Finance, L.L.C.
08/07/2009	638	Amended Objection of BDC Finance, LLC to Proposed Terms of Sale of Assets to MD Investors Corporation

Date	Docket No.	Record Items
08/07/2009	639	Reply of Debtors and Debtors in Possession to Provisional Objection of BDC Finance, L.L.C. to Proposed Section 363 Sale(s) of Debtors' Assets
08/07/2009	640	Memorandum of Law in Support of Debtors' Request for an Order Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances
08/07/2009	643	Amended Declaration of Eugene Melnik
08/10/2009	662	Amended Notice of Evidentiary Hearing on Certain Objections to the Debtors' Powertrain and Chassis Sale Motions Scheduled to be Heard on August 20, 2009 at 2:00 P.M.
08/11/2009	668	Request of BDC Finance, L.L.C. Pursuant to Bankruptcy Rule 7052 for Findings of Fact and Rulings of Law
08/11/2009	670	Objection of BDC Finance, L.L.C. to Findings of Fact and Rulings of Law Embedded in Proposed Sale Order
08/12/2009	674	Order signed on 8/12/2009 Granting Motion to (I) Authorize the Sale of Substantially all of the Debtors' Assets Free and Clear of all Liens, Claims, Interests and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Leases in Connection Therewith and (III) Granting Related Relief.
08/12/2009	675	Written Opinion signed on 8/12/2009 Granting Debtors' Motion to Approve Sale of Substantially all of the Debtors' Assets to MD Investors Corp.
08/17/2009	698	Notice of Adjournment of Hearing Scheduled on August 20, 2009 on Certain Objections to the Debtors' Powertrain and Chassis Sale Motions
08/19/2009	705	Notice of Appeal filed on behalf of BDC Finance, L.L.C.

II. Statement of Issues on Appeal

1. Whether the Bankruptcy Court erred in denying Black Diamond its right to adequate protection of its security interests in the Debtors' collateral, in violation of section 363(e) of the Bankruptcy Code, including by stripping Black Diamond of its lien and secured claim and forcing Black Diamond to choose between the following inadequate alternatives: (i) accept consideration from the Agent that was not disclosed to Black Diamond or the Bankruptcy Court; or (ii) bring suit against the Agent, MD Investors Corporation, and/or the prepetition term lenders.
2. Whether the Bankruptcy Court erred in determining that the Agent was authorized by section 363(k) of the Bankruptcy Code, the Credit Agreement, and/or the Security Agreement to "credit bid" more than the amount necessary to obtain the highest and best bid for substantially all of the Debtors' assets.
3. Whether the Bankruptcy Court erred in determining that the Debtors and MD Investors had satisfied the requirement of section 363(m) of the Bankruptcy Code that the sale transaction and purchase of substantially all of the Debtors' assets be entered into in "good faith."
4. Whether the Bankruptcy Court erred in approving the earmarking, for the benefit of constituencies junior to Black Diamond, the cash proceeds from the sale of Black Diamond's collateral.
5. Whether the Bankruptcy Court's order approving the sale of substantially all of the Debtors' assets and the earmarking of cash proceeds from such sale constitutes an impermissible *sub rosa* plan.
6. Whether the Bankruptcy Court erred in determining that the Agent was authorized by the Bankruptcy Code, the Credit Agreement, the Security Agreement, and/or other applicable statutory and case law precedent to release Black Diamond's liens and security interests in the Debtors' collateral securing Black Diamond's interests.
7. Whether the Bankruptcy Court violated Black Diamond's due process rights, including by denying Black Diamond's Emergency Motion to Adjourn Sale Hearing.

Dated: New York, New York
August 27, 2009

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